

To:

Westinghouse Electric Company, LLC

c/o PJT Partners LP

280 Park Ave., 16th Floor

New York, NY 10017

Attention: Tim Coleman, Mark Buschmann, John Singh, Harold Kim

March 29, 2017

Re: Offer to Provide DIP Financing

Gentlemen:

As you are aware, by letter dated March 24, 2017 Goldman Sachs Bank USA (“Goldman Sachs”), HPS Investment Partners, LLC (“HPS”) and Silver Point Finance, LLC (“SP”), and together with HPS and Goldman Sachs, the “Commitment Parties” or “we”) offered a commitment to provide an \$800 million DIP facility to Westinghouse Electric Company LLC (the “Company”).

Since we exited the bid process on Sunday evening, it has come to our attention that Toshiba Corporation is prepared to provide a backstop guarantee of up to \$200 million of the Company’s currently proposed DIP facility. Subject to our reviewing the terms of such guarantee commitment, we are prepared to materially reduce the funded spread on the DIP facility and provide other concessions to be discussed. We would also be willing to reimburse the Company’s estates for any additional costs arising from the Company pursuing our DIP proposal up to an appropriate amount. In addition to our improved pricing, we expect to offer otherwise the same terms as the Company’s current DIP proposal, including the Company’s 9/30/2017 budget proposal raised on Sunday, as soon as we have the opportunity to review those documents.

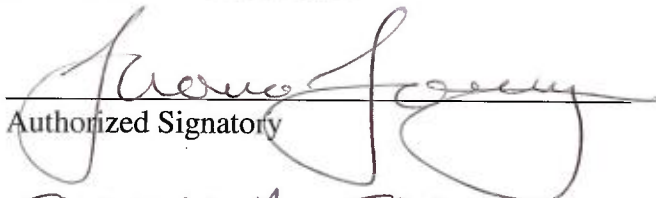
Please let us know when you are available to discuss. We believe we can provide a much more favorable financing than the alternative currently being considered.

We look forward to your response.

Very truly yours,

GOLDMAN SACHS BANK USA

By:


Authorized Signatory
THOMAS A. TORNEY
PMT

HPS INVESTMENT PARTNERS, LLC

By:

Name:
Title:



JEFFREY FITTS
MANAGING DIRECTOR

SILVER POINT FINANCE, LLC

By:

Name:

MICHAEL GATTO

Title:

AUTHORIZED SIGNATORY

AA